

STATE OF WASHINGTON
DEPARTMENT OF FINANCIAL INSTITUTIONS
SECURITIES DIVISION

IN THE MATTER OF DETERMINING
Whether there has been a violation
of the Franchise Investment Protection Act
Washington by:

ACE Sushi Franchise Corporation, Asiana
Management Group, Inc., their agents and employees,

Respondents.

Order Number S-05-256-05-CO01

CONSENT ORDER

INTRODUCTION

Pursuant to the Franchise Investment Protection Act of Washington, RCW 19.100, the Securities Division of the Department of Financial Institutions (the "Securities Division") and Respondents, ACE Sushi Franchise Corporation and Asiana Management Group, Inc., do hereby enter into this Consent Order in settlement of the matters alleged herein. Respondents neither admit nor deny the Findings of Fact and Conclusions of Law stated below.

FINDINGS OF FACT

I.

ACE Sushi Franchise Corporation and Asiana Management Group, Inc. are California corporations and have a common principal business address of 1447 West 178th Street, Suite 303, Gardena, California 90248. ACE Sushi Franchise Corporation and Asiana Management Group, Inc. are affiliated and under common control.

II.

ACE Sushi Franchise Corporation and Asiana Management Group, Inc. are currently sellers of an investment opportunity in which purchasers operate sushi bar departments in grocery stores, supermarkets, and other specific geographic locations as agreed by the parties. Purchasers may also be granted the right to prepare sushi and related food products for delivery in the same general geographic vicinity of what is termed their "ACE Sushi Bar."

CONSENT ORDER

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DEPARTMENT OF FINANCIAL INSTITUTIONS
Securities Division
PO Box 9033
Olympia, WA 98507-9033
360-902-8760

ACE Sushi Franchise Corporation

1 Purchasers pay a training and administrative processing fee at the time of purchase and agree to pay a percentage of
2 gross sales from the ACE Sushi Bar as a continuing fee. Purchasers are provided with manuals and other information
3 regarding the operation of an Ace Sushi Bar and have the right to use the “ACE Sushi” tradename and trademark.
4 Finally, purchasers of the ACE Sushi opportunity are provided with certain supplies and equipment before the ACE
5 Sushi Bar is open for business and are provided with sushi and sushi related products which are sold from the ACE
6 Sushi Bar.

7 III.

8 On June 24, 2005, ACE Sushi Franchise Corporation filed or caused to be filed with the Securities Division
9 an initial application to register the ACE Sushi investment opportunity as a franchise in Washington (Franchise
10 Registration Application File No. 70013176) pursuant to Washington’s Franchise Investment Protection Act.
11 Information submitted by ACE Sushi Franchise Corporation in conjunction with the filing indicated that ACE Sushi
12 Franchise Corporation’s affiliate, Asiana Management Group, Inc., had offered and sold the ACE Sushi
13 opportunity to two Washington residents for operation within the state prior to the date of application. Neither
14 Asiana Management Group, Inc. nor ACE Sushi Franchise Corporation had provided these Washington purchasers
15 with a UFOC that contained complete material information about the ACE Sushi opportunity including, but not
16 necessarily limited to, a financial statement for the seller.

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18 IV.

19 Neither Asiana Management Group, Inc. nor ACE Sushi Franchise Corporation are currently
20 registered to sell franchises in the state of Washington and have not previously been so registered. There is no
21 notification of claim of exemption on file relating to the ACE Sushi opportunity with the state of Washington
22 Securities Division.

23 Based upon the above Findings of Fact, the following Conclusions of Law are made:

CONCLUSIONS OF LAW

I.

The offer and/or sale of the ACE Sushi opportunity described above constitutes the offer and/or sale of a franchise as defined in RCW 19.100.010(16) and RCW 19.100.010(4).

II.

The offer and/or sale of said franchises was in violation of RCW 19.100.020, the registration requirement provision of the Franchise Investment Protection Act, because no registration for offers and/or sales is effective with the Securities Division and it appears that CE Sushi Franchise Corporation and Asiana Management Group, Inc. do not otherwise qualify for an exemption from registration.

III.

The offer and/or sale of said franchises was made in violation of RCW 19.100.080, the disclosure document requirement provision of the Franchise Investment Protection Act, because neither ACE Sushi Franchise Corporation nor Asiana Management Group, Inc. provided the two Washington purchasers with a UFOC that contained complete material information about the franchise opportunity including, but not necessarily limited to, a financial statement for the seller.

CONSENT ORDER

Based upon the foregoing:

IT IS AGREED AND ORDERED that Asiana Management Group, Inc. and its agents and employees each shall cease and desist the offer and/or sale of unregistered franchises in violations of RCW 19.100.020, the registration section of the Franchise Investment Protection Act of the State of Washington.

IT IS FURTHER AGREED AND ORDERED that Asiana Management Group, Inc. and its agents and employees each cease and desist the offer and/or sale of franchises in violation of RCW 19.100.080, the disclosure document requirement provision of the Franchise Investment Protection Act of the State of Washington.

1 IT IS FURTHER AGREED AND ORDERED that ACE Sushi Franchise Corporation and Asiana
2 Management Group, Inc. and their agents and employees each shall inform current Washington franchisees of this
3 Consent Order by providing them copies of this Order and a UFOC disclosure document effectively registered with
4 the Securities Division disclosing the existence and contents of the Consent Order. ACE Sushi Franchise
5 Corporation and Asiana Management Group, Inc. shall provide to the Securities Division within 60 days of the date
6 of entry of this Consent Order proof of receipt or proof of delivery to franchisees.

7 IT IS FURTHER AGREED that ACE Sushi Franchise Corporation and Asiana Management Group, Inc.
8 shall reimburse the Securities Division \$600, payable prior to the entry of this Consent Order, for its costs of
9 investigation of this matter.

10 IT IS FURTHER AGREED that in consideration of the foregoing ACE Sushi Franchise Corporation and
11 Asiana Management Group, Inc. each waive their right to a hearing in this matter and judicial review of this Consent
12 Order.

13 IT IS FURTHER AGREED that the Securities Division has jurisdiction to enter this Consent Order.

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23 SIGNED this 19th day of January, 2006.

24 CONSENT ORDER
25 ACE Sushi Franchise Corporation

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PO Box 9033
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1 ACE Sushi Franchise Corporation by:

2
3 /s/
Signature

4
5 Harlan Chin
Name (please print)

6
7 Executive Vice President
Title

8
9 Asiana Management Group, Inc. by:

10
11 /s/
Signature

12
13 Harlan Chin
Name (please print)

14
15 Executive Vice President
Title

16
17 SIGNED and ENTERED with the SECURITIES DIVISION this ___3rd___ day of __February__, 2006 by:

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20 _____
21 Michael E. Stevenson
22 Securities Administrator

23 Approved by:

Presented by:

24 CONSENT ORDER
25 ACE Sushi Franchise Corporation

1 *Martin Cordell*

2 *Brad Ferber*

3 Martin Cordell
4 Chief of Enforcement

5 Brad Ferber
6 Financial Legal Examiner

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25 CONSENT ORDER
26 ACE Sushi Franchise Corporation

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